

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

CANDY M. SOUSA, On Behalf of Herself and)	No. 04-30022-MAP
All Others Similarly Situated,	)
	)
Plaintiff,	)
	)
vs.	)
	)
WAVE SYSTEMS CORPORATION, et al.,	)
	)
Defendants.	)
	)
<hr/> YOSEF STREICHER, On Behalf of Himself	No. 04-30026-KPN
and All Others Similarly Situated,	)
	)
Plaintiff,	)
	)
vs.	)
	)
WAVE SYSTEMS CORPORATION, et al.,	)
	)
Defendants.	)
	)
<hr/>	)

[Caption continued on following page.]

[PROPOSED] ORDER GRANTING RON ROGERS' AND STEVE ALVAREZ'S MOTION  
TO BE APPOINTED LEAD PLAINTIFF UNDER SECTION 21D(a)(3)(B) OF THE  
SECURITIES EXCHANGE ACT OF 1934 AND FOR APPOINTMENT OF LEAD COUNSEL  
AND LIAISON COUNSEL

RAFAT DAWOD, Individually and On Behalf of All Others Similarly Situated,	)	Civil Action No. 04-30029-KPN
	)	
Plaintiff,	)	<u>CLASS ACTION</u>
	)	
vs.	)	
	)	
WAVE SYSTEMS CORPORATION, et al.,	)	
	)	
Defendants.	)	
	)	
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ALVIN CHESS, Individually and On Behalf of All Others Similarly Situated,	)	Civil Action No. 04-30037-MAP
	)	
Plaintiff,	)	<u>CLASS ACTION</u>
	)	
vs.	)	
	)	
WAVE SYSTEMS CORPORATION, et al.,	)	
	)	
Defendants.	)	
	)	
<hr/>		
MICHAEL D. VICKER, On Behalf of Himself and All Others Similarly Situated,	)	Civil Action No. 04-30040-MAP
	)	
Plaintiff,	)	<u>CLASS ACTION</u>
	)	
vs.	)	
	)	
WAVE SYSTEMS CORPORATION, et al.,	)	
	)	
Defendants.	)	
	)	
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[Caption continued on following page.]

H. MARTIN BOHMAN, On Behalf of Himself) Civil Action No. 04-30041-MAP  
and All Others Similarly Situated, )

Plaintiff, )

vs. )

WAVE SYSTEMS CORPORATION, et al., )

Defendants. )

CLASS ACTION

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JIMMY SUO, On Behalf of Himself and All ) Civil Action No. 04-30042-MAP  
Others Similarly Situated, )

Plaintiff, )

vs. )

WAVE SYSTEMS CORPORATION, et al., )

Defendants. )

CLASS ACTION

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JACK SCHULMAN, Individually and On ) Civil Action No. 04-30043-MAP  
Behalf of All Others Similarly Situated, )

Plaintiff, )

vs. )

WAVE SYSTEMS CORPORATION, et al., )

Defendants. )

CLASS ACTION

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Having considered the motion to appoint Ron Rogers ("Rogers") and Steve Alvarez ("Alvarez") (collectively, "Movant") as lead plaintiffs, and approve lead plaintiffs' choice of lead counsel and liaison counsel, and good cause appearing therefor, IT IS HEREBY ORDERED that:

1. The motion is GRANTED;
2. The Court, having considered the provisions of §21d(a)(3)(b) of the Securities Exchange Act of 1934, hereby determines that Rogers and Alvarez are the "most adequate plaintiff[s]" and that Movant satisfies the requirements of the Private Securities Litigation Reform Act of 1995, 15 U.S.C. §78u-4(a)(3)(b);
3. The Court hereby appoints Rogers and Alvarez as lead plaintiff in the above-entitled action; and
4. Lead plaintiff's selection of lead counsel for the class is approved. Jeffrey W. Lawrence of the law firm of Milberg Weiss Bershad Hynes & Lerach LLP is appointed lead plaintiff's lead counsel under §21D(a)(3)(b)(v), 15 U.S.C. §78u-4(a)(3)(b)(v). Moulton & Gans, LLP is appointed as liaison counsel.

IT IS SO ORDERED.

DATED: \_\_\_\_\_

\_\_\_\_\_  
THE HONORABLE MICHAEL A. PONSOR  
UNITED STATES DISTRICT JUDGE

Submitted by:

DATED: April 5, 2004

MOULTON & GANS, P.C.

\_\_\_\_\_  
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[Proposed] Lead Counsel for Plaintiffs

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above  
document was served upon the attorney of record  
for each party by mail on April 5, 2004.

\S\ NANCY FREEMAN GANS

NANCY GREEMAN GANS

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DECLARATION OF SERVICE BY FEDERAL EXPRESS AND FACSIMILE

I, the undersigned, declare:

1. That declarant is and was, at all times herein mentioned, a citizen of the United States and employed in the City and County of San Francisco, over the age of 18 years, and not a party to or interest in the within action; that declarant's business address is 100 Pine Street, Suite 2600, San Francisco, California 94111.

2. That on April 5, 2004, declarant served the **[PROPOSED] ORDER GRANTING RON ROGERS' AND STEVE ALVAREZ'S MOTION TO BE APPOINTED LEAD PLAINTIFF UNDER SECTION 21D(A)(3)(B) OF THE SECURITIES EXCHANGE ACT OF 1934 AND FOR APPOINTMENT OF LEAD COUNSEL AND LIAISON COUNSEL** by depositing a true copy by Federal Express from San Francisco, California in a sealed envelope with postage thereon fully prepaid and addressed to the parties listed on the attached Service List. Declarant also served the parties by facsimile.

3. That there is a regular communication by mail between the place of mailing and the places so addressed.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 5th day of April, 2004, at San Francisco, California.

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\S\ DEBORAH DASH  
DEBORAH DASH

WAVE SYSTEMS (Mass)

Service List - 4/2/2004 (04-0046M)

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